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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 9, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: RBSAF 98-054

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 9, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	RBS Asset Finance, Inc. 71 S. Wacker Drive, 28 th Floor Chicago, IL 60606
Lessee:	BNSF Railway Company 2500 Lou Menk Drive Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

16 pieces of maintenance of way equipment manufactured by Caterpillar, Racine Railroad Products Inc., Kershaw Manufacturing Co., Superior Sales and Jackson as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 054.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 054 is 84 months commencing as of September 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 054 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Caterpillar	246-C-VTS	Skid Steer Loader	JAY02422-08	X2400557
1	Jackson	6700-SJ	Production Tamper	153542-08	X5400467
3	Caterpillar	246-C	Skid Steer Loader	JAY02409-08 JAY02431-08 JAY02410-08	X2400555 X2400556 X2400553
4	Superior Sales	PC-4101	Push Cart	PC5448-1-08 PC5448-2-08 PC5448-3-08 PC5448-4-08	J0400650 J0400651 J0400652 J0400653
2	Caterpillar	246-C	Skid Steer Loader	JAY02412-08 JAY02408-08	X2400554 X2400552
1	Caterpillar	CMC-312C	Magnet Crane	CBA04618	X6000307
2	Racine	DAA	Dual Anchor Adjuster	DAA-268-08 DAA-267-08	X0100583 X0100582
2	Kershaw	RS64DL Car	Scorpion Ramp	RS64DL-155-08 RS64DL-156-08	J6300029 J6300030

REGISTRATION NO. 27897 FILED

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MEMORANDUM OF LEASE

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of April 9, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Lease Agreement No. 98 effective as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.,
Lessor

By Karl Albert

Name Karl Albert
Assistant Vice President

Title _____

BNSF RAILWAY COMPANY,
Lessee

By L. Steven Vollmer

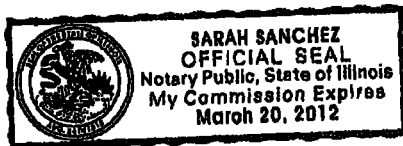
Name L. Steven Vollmer
General Director - Finance

Title _____

State of IL)
) ss:
County of COOK)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 9th day of April, 2009.



Sarah Sanchez
Notary Public

State of Texas)
) ss:
County of Tarrant)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Vollmer, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 8 day of April, 2009.



Beth K. Ventimiglia
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 054.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 054 is 84 months commencing as of September 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 054 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Caterpillar	246-C-VTS	Skid Steer Loader	JAY02422-08	X2400557
1	Jackson	6700-SJ	Production Tamper	153542-08	X5400467
3	Caterpillar	246-C	Skid Steer Loader	JAY02409-08 JAY02431-08 JAY02410-08	X2400555 X2400556 X2400553
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2	Racine	DAA	Dual Anchor Adjuster	DAA-268-08 DAA-267-08	X0100583 X0100582
2	Kershaw	RS64DL Car	Scorpion Ramp	RS64DL-155-08 RS64DL-156-08	J6300029 J6300030

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/9/09



Robert W. Alvord